

EXHIBIT A

LOCKE LORD LLP
111 South Wacker Drive
Telephone: 312-443-0700
Facsimile: 312-443-0336
Thomas J. Cunningham
J. Matthew Goodin

Litigation Counsel for Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	Case No. 12-12020 (MG)
In re:)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered

**CERTIFICATION OF THOMAS J. CUNNINGHAM IN SUPPORT OF
FIFTH INTERIM AND FINAL FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE FIFTH
INTERIM COMPENSATION PERIOD FROM SEPTEMBER 1, 2013 THROUGH
DECEMBER 17, 2013 AND THE FINAL COMPENSATION PERIOD FROM MAY 14,
2012 THROUGH DECEMBER 17, 2013 AS LITIGATION COUNSEL FOR DEBTORS**

I am a member of the applicant firm, Locke Lord LLP (“**Locke Lord**”) with responsibility for compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”), the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket no. 797] (the “**Interim Compensation Procedures Order**”), dated July 17, 2012, and the Order Under Bankruptcy Code Sections 105(a), 327 and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 799], dated July 17, 2012 (the “**OCP Order**”, and collectively with the Local Guidelines, UST Guidelines, and Interim Compensation Procedures

Order, the “**Guidelines**”) in the jointly administered chapter 11 cases of Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”), pursuant to Sections 327, 330 and 331 of the Bankruptcy Code, Fed. R. Bank P. 2016, and Local Bankruptcy Rule 2016-1.

1. This certification is made in respect of Locke Lord’s application, dated March 3, 2014 (the “Application”), for (i) interim compensation and reimbursement of expenses for the period commencing September 1, 2013 through and including December 17, 2013; and (ii) final allowance and approval for compensation and expenses for the period commencing May 14, 2012 through and including December 17, 2013.

2. I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Locke Lord LLP and generally accepted by Locke Lord LLP’s clients;
- d. in providing a reimbursable service, Locke Lord does not make a profit on that service, whether the service is performed by Locke Lord in-house or through a third party; and
- e. the airfare for which Locke Lord LLP seeks reimbursement in the Application was coach class.

3. I certify that the Debtors, the Creditors Committee and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application, along with the parties entitled to receive the Application.

Dated: March 3, 2014
New York, New York

/s/ Thomas J. Cunningham
Thomas J. Cunningham
J. Matthew Goodin
LOCKE LORD LLP
111 South Wacker Drive
Chicago, Illinois 60606
Tel: (312) 443-0700
tcunningham@lockelord.com
jmgoodin@lockelord.com